

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
          )  
W. R. GRACE & CO., et al.,         ) Case No. 01-1139 (JKF)  
          )  
          Debtors.                     ) (Jointly Administered)  
          )  
          ) Re: Dkt. No. 26527  
          )  
          )

---

**APPELLEES' COUNTER-DESIGNATION OF THE RECORD**

Pursuant to the Order of the U.S. District Court for the District of Delaware, dated March 10, 2011 (Dkt. No. 3, Civ. A. 11-199 (RLB), Bankr. Dkt. No. 26527), the above-captioned debtors, together with the Official Committee of Asbestos Personal Injury Claimants, the Official Committee of Equity Security Holders, and the Asbestos PI Future Claimants' Representative (collectively, the "Appellees"), hereby submit this Counter-Designation of the Record, attached hereto at Exhibit A.

In addition, the Appellees are not filing a counter-statement of issues to be presented on appeal as one is not required here pursuant to Rule 8006 of the Federal Rules of Bankruptcy Procedure.

Dated: April 5, 2011

Respectfully submitted,

KIRKLAND & ELLIS LLP

John Donley  
Adam Paul  
300 North LaSalle  
Chicago, IL 60654  
Telephone: (312) 862-2000  
Facsimile: (312) 862-2200

Deanna D. Boll  
601 Lexington Avenue  
New York, NY 10022  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

and

BAER HIGGINS FRUCHTMAN LLC  
Janet S. Baer  
111 East Wacker Drive, Suite 2800  
Chicago, IL 60601  
Telephone: (312) 836-4022  
Facsimile: (312) 577-0737

and

PACHULSKI STANG ZIEHL & JONES LLP

James E O'Neill  
Laura Davis Jones (Bar No. 2436)  
James E. O'Neill (Bar No. 4042)  
Timothy Cairns (Bar No. 4228)  
Kathleen P. Makowski (Bar No. 3648)  
919 North Market Street, 17th Floor  
P.O. Box 8705  
Wilmington, DE 19899-8705  
(Courier 19801)  
Telephone: (302) 652-4100  
Facsimile: (302) 652-4400

*Counsel for Appellees/Debtors and Debtors in Possession*

CAMPBELL & LEVINE, LLC

/s/ Mark T. Hurford  
Mark T. Hurford (No. 3299)  
800 N. King Street, Suite 300  
Wilmington, DE 19801  
Telephone: (302) 426-1900  
Facsimile: (302) 426-9947  
[mhurford@camlev.com](mailto:mhurford@camlev.com)

and

CAPLIN & DRYSDALE, CHARTERED  
Elihu Inselbuch  
375 Park Avenue, 35th Floor  
New York, NY 10152-3500  
Telephone: (212) 319-7125  
Facsimile: (212) 644-6755

Peter Van N. Lockwood  
Jeffrey A. Liesemer  
Kevin Maclay  
One Thomas Circle, N.W.  
Washington, D.C. 20005  
Telephone: (202) 862-5000  
Facsimile: (202) 429-3301

*Counsel for Appellee/The Official Committee of  
Asbestos Personal Injury Claimants*

PHILLIPS, GOLDMAN & SPENCE, P.A.

/s/ John C. Phillips

John C. Phillips (Bar No. 110)  
1200 North Broom Street  
Wilmington, DE 19806  
Telephone: (302) 655-4200  
Facsimile: (302) 655-4210

and

ORRICK, HERRINGTON & SUTCLIFFE LLP  
Roger Frankel  
Richard H. Wyron  
Debra L. Felder  
1152 15th Street, NW  
Washington, DC 20005  
Telephone: (202) 339-8400  
Facsimile: (202) 339-8500

*Counsel for Appellee/David T. Austern, Asbestos PI  
Future Claimants' Representative*

SAUL EWING LLP

/s/ Teresa K.D. Currier

---

Teresa K.D. Currier (Bar No. 3080)  
222 Delaware Avenue, Suite 1200  
P.O. Box 1266  
Wilmington, DE 19899  
Telephone: (302) 421-6800  
Facsimile: (302) 421-6813

and

KRAMER LEVIN NAFTALIS & FRANKEL LLP  
Philip Bentley  
David Blabey  
1177 Avenue of the Americas  
New York, NY 10022  
Telephone: (212) 715-9100  
Facsimile: (212) 715-8000

*Counsel for Appellee/The Official Committee of  
Equity Security Holders*